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Proposed Special Counsel for Chapter 11 Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re:

ICPW LIQUIDATION CORPORATION¹, a
California corporation,

Debtor and Debtor in Possession.

In re:

ICPW LIQUIDATION CORPORATION², a
Nevada corporation,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects ICPW Liquidation Corporation, a
California corporation only

☐ Affects ICPW Liquidation Corporation, a
Nevada corporation only

Lead Case No.: 1:17-bk-12408-MB

Jointly administered with:
1:17-bk-12409-MB

(ICPW Liquidation Corporation, a Nevada
corporation)

Chapter 11 Cases

**DECLARATION OF VAN C.
DURRER II IN SUPPORT OF FINAL
APPLICATION OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM
LLP FOR ALLOWANCE AND
PAYMENT OF FEES AND
EXPENSES INCURRED AS SPECIAL
COUNSEL FOR THE DEBTORS
FROM SEPTEMBER 8, 2017
THROUGH NOVEMBER 3, 2017**

DATE: May 1, 2018

TIME: 2:30 p.m.

PLACE: Courtroom "303"
21041 Burbank Blvd.
Woodland Hills, CA

¹ Formerly known as Ironclad Performance Wear Corporation, a California corporation.

² Formerly known as Ironclad Performance Wear Corporation, a Nevada corporation.

1 I, Van C. Durrer, II, declare:

2 1. I am a corporate restructuring partner in the Los Angeles office of Skadden, Arps,
3 Slate, Meagher & Flom LLP ("Skadden"), whom the Debtors³ seek to employ as special counsel
4 in the above-captioned, jointly-administered bankruptcy cases (the "Cases").

5 2. I submit this declaration (the "Declaration") in support of the Final Application of
6 Skadden, Arps, Slate, Meagher & Flom LLP for Allowance and Payment of Fees and Expenses
7 Incurred as Special Counsel for the Debtors from September 8, 2017 through November 3, 2017
8 (the "Final Fee Application"). I have personal knowledge of the facts set forth below and, if
9 called as a witness, could and would testify competently with respect thereto.

10 3. Skadden's substantive engagement concluded on or about November 3, 2017.
11 Pursuant to the Joint Notice, the Debtors, the Official Committee of Equity Security Holders (the
12 "Equity Committee"), and Skadden, have all agreed to allow Skadden's post-petition
13 administrative claim in the amount of \$107,858.21 (the "Agreed Fee Amount"). Skadden hereby
14 submits its Final Fee Application for approval and payment in full of the Agreed Fee Amount for
15 the services that it performed for the Debtors and the reimbursement of its charges and
16 distributions related to those services.

17 4. The Final Fee Application has been prepared at my direction and I am familiar
18 with its contents, which I confirm are true and correct to the best of my knowledge and belief.
19 Submitted simultaneously with the Final Fee Application as exhibits are true and correct copies of
20 Skadden's time records and summaries of the time and expenses incurred by Skadden's
21 professionals for which Skadden seeks compensation and reimbursement. They are based on
22 contemporaneously maintained diaries and records. The services and expenses described therein
23 were actually performed and incurred. I have personally reviewed all of the time and expense
24

25
26 ³ Capitalized terms not defined herein shall have the meanings ascribed to them in the *Final*
27 *Application of Skadden, Arps, Slate, Meagher & Flom LLP for Allowance and Payment of*
28 *Fees and Expenses Incurred as Special Counsel for the Debtors from September 8, 2017*
through November 3, 2017, filed concurrently herewith.

1 records, and believe that they were necessary in connection with the duties that the Debtors asked
2 Skadden to perform.

3 5. Skadden's fees for professional services are based on its guideline hourly rates,
4 which were negotiated at reduced rates for the Debtors. A schedule setting forth Skadden's
5 hourly rates was filed with the Court as Exhibit 2 to the Durrer Declaration filed with the Skadden
6 Employment Application.

7 6. The Final Fee Application complies in all material respects with the requirements
8 of Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy
9 Rules for the United States Bankruptcy Court for the Central District of California, and the United
10 States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of
11 Expenses Filed Under 11 U.S.C. § 330 issued January 30, 1996. The compensation and expense
12 reimbursement requested in the Final Fee Application are billed at rates no less favorable than
13 those customarily employed by Skadden and generally accepted by Skadden's clients.

14 7. Except for sharing arrangements among Skadden, its affiliated law practice entities
15 and their respective members, Skadden has not shared and has no agreement to share any
16 compensation previously received or to be received with any other entity.

17 I declare under penalty of perjury that the foregoing is true and correct.

18 Executed on April 3, 2018 within the United States of America.

19
20 
21 _____
Van C. Durrer II